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TIANHE CHEMICALS GROUP LIMITED

天合化工集團有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock Code: 1619)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

This announcement is made by Tianhe Chemicals Group Limited (the “**Company**”) pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited.

The board of directors (the “**Board**”) of the Company announces that, Mr. Chan Kin Sang (“**Mr. Chan**”) has tendered his resignation as an independent non-executive director of the Company and will cease to act as the Chairman of the Nomination Committee and a member of the Resumption Committee of the Board, with effect from 1 September 2019, due to his other work commitments. Mr. Chan has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

The Board would like to express its gratitude to Mr. Chan for his support, devotion and invaluable contribution during his term of office.

Following the resignation of Mr. Chan, (i) the number of independent non-executive directors of the Company falls below the minimum number required under Rule 3.10(1) of the Listing Rules; and (ii) the Company no longer fulfills the requirement of establishing a nomination committee chaired by the chairman of the board or an independent non-executive director and comprises a majority of independent non-executive directors under code provision A.5.1 of the Corporate Governance Code contained in Appendix 14 to the Listing Rules.

The Company is in the process of identifying a suitable candidate to fill up the vacancy of independent non-executive director with appropriate experiences so as to meet the requirements set out in Rule 3.10(1) and code provision A.5.1 of the Corporate Governance Code contained in Appendix 14 to the Listing Rules as soon as practicable. The Company will make further announcement(s) as and when appropriate.

By order of the Board of Directors
Tianhe Chemicals Group Limited
WEI Qi
Chairman and Executive Director

Hong Kong, 26 August 2019

As at the date of this announcement, the Board of Directors of the Company comprises WEI Qi, WEI Xuan and JIANG Po, as executive Directors; LOKE Yu (alias LOKE Hoi Lam), CHAN Kin Sang and XU Xiaodong, as independent non-executive Directors.